EXHIBIT B

IDENTIFICATION AND ASSERTION OF USE, RELEASE, OR DISCLOSURE RESTRICTIONS ON THE GOVERNMENT'S USE, RELEASE, OR DISCLOSURE OF TECHNICAL DATA OR COMPUTER SOFTWARE

Agreement No.: N66001-14-2-4032

Recipient Identification Numbers/Codes: DUNS: 042250712
CAGE: 7G665
TIN: 231352685

Purpose: The purpose of this exhibit is to include identification and assertion of use, release, or disclosure restrictions on the Government's use, release, or disclosure of technical data or computer software documentation for subrecipients Medtronic, Inc. and Neuropace, Inc. to cooperative agreement N66001-14-2-4032 award.

As a result of this exhibit, documentation detailing the certifications regarding assertions of restrictions on the Government's use, release, or disclosure of technical data or computer software for subrecipients Medtronic, Inc. and Neuropace, Inc. is to be incorporated as part of the award document for cooperative agreement N66001-14-2-4032. Restrictions are being asserted in accordance with DFARS 252.227-7013 "Rights in Technical Data – Non-Commercial Items" (Medtronic and NeuroPace) and DFARS 252.227-7014 "Rights in Non-Commercial Computer Software and Non-Commercial Computer Software Documentation" (Medtronic and NeuroPace).

Please see the following page(s).

CERTIFICATIONS REGARDING
ASSERTION OF RESTRICTIONS ON THE GOVERNMENT'S USE, RELEASE, OR DISCLOSURE OF TECHNICAL DATA OR COMPUTER SOFTWARE;
DEBARMENT, SUSPENSION AND OTHER RESPONSIBILITY MATTERS;
RESTRICTIONS ON LOBBYING;
AND DRUG-FREE WORKPLACE REQUIREMENTS

Proposal Title: Memory Enhancement with Modeling, Electrophysiology, and Stimulation (MEMES)

Proposal Number and Date: DARPA-14-08-RAM-PA-015 PENN, January 23, 2014

The above referenced proposal was submitted in response to the following:

Title of Broad Agency Announcement: DARPA-BAA-14-08 Restoring Active Memory (RAM)

Date Published in the Fedbizopps/Grants.gov: November 7, 2013

Applicants should refer to the regulations cited below to determine the certifications to which they are required to attest. All applicants are required to complete the certification on the identification and assertion of restrictions on the Government's use, release, or disclosure of technical data or computer software. Applicants should also review the instructions for certification requirement under 32 CFR Part 25, "Government-wide Debarment and Suspension (Nonprocurement)"; and 32 CFR Part 28, "New Restrictions on Lobbying"; and 32 CFR Part 25, "Government-wide Requirements for Drug-Free Workplace (Grants)". The certifications shall be treated as a material representation of fact upon which reliance will be placed when SPAWARSYSCEN Pacific determines to award the covered transaction, grant, or cooperative agreement.

CERTIFICATION REGARDING IDENTIFICATION AND ASSERTION OF RESTRICTIONS ON THE GOVERNMENT'S USE, RELEASE, OR DISCLOSURE OF TECHNICAL DATA OR COMPUTER SOFTWARE

Medtronic asserts that the Government's rights to use, release, or disclose the following technical data and computer software should be restricted:

NONCOMMERCIAL – Technical Data				
Technical Data To be Furnished With Restrictions	Summary of Intended Use in the Conduct of the Research	Basis for Assertion	Asserted Rights Category	Name of Person/ Organization Asserting Restrictions
Medtronic will provide (b)(4) device and related technical data and computer software to the proposal team. Prior to the beginning	Studying networks related to neurological and neuropsychiatric disease. This includes use of the system to stimulate and sense networks and correlate with behavior and other	The (b)(4) (b)(4) device and related technical data were developed exclusively at private expense prior to the DARPA award and they are subject to patents,	Limited rights as such term is defined in DFARS 252.227-7013.	Medtronic

of the project, Medtronic will create a design vault for the (b)(4) and (b)(4) software related to the project that will start with initial concepts marked with a revision code. Medtronic will track with a new version all new work to support the protocols called for in the project under the final award.	measures. The ultimate goal is to use this information to develop a (b)(4) algorithm that will run in the device.	copyrights and other intellectual property protections. To the extent noncommercial technical data are required to be provided to the Government by the proposal team, Medtronic explicitly reserves all existing rights to noncommercial items which are subject to patents, copyrights and other intellectual property protections.		

NONCOMMERCIAL – Computer Software

Computer Software To be Furnished With Restrictions	Summary of Intended Use in the Conduct of the Research	Basis for Assertion	Asserted Rights Category	Name of Person/ Organization Asserting Restrictions
Medtronic will provide the (b)(4) (b)(4) device and related computer software to the proposal team. Prior to the beginning of the project, Medtronic will create a design vault for the (b)(4) and related to the project that will start with initial concepts marked with a revision code. Medtronic will track with a new version all new work to support the protocols called for in the project under the final award.	Studying networks related to neurological and neuropsychiatric disease. This includes use of the system to stimulate and sense networks and correlate with behavior and other measures. The ultimate goal is to use this information to develop a (b)(4) algorithm that will run in the device.	The (b)(4) (b)(4) device and related computer software were developed exclusively at private expense prior to the DARPA award and they are subject to patents, copyrights and other intellectual property protections. To the extent noncommercial computer software are required to be provided to the Government by the proposal team, Medtronic explicitly reserves all existing rights to noncommercial items which are subject to patents, copyrights and	Restricted rights as such term is defined in DFARS 252.227-7014.	Medtronic

		other intellectual property protections.		
COMMERCIAL – Technical Data and Computer Software				
Technical Data Computer Software To be Furnished With Restrictions (Include US Patent #)	Summary of Intended Use in the Conduct of the Research	Basis for Assertion	Asserted Rights Category	Name of Person Asserting Restrictions
Medtronic will provide the (b)(4) (b)(4) device and related technical data and computer software to the proposal team.	Studying networks related to neurological and neuropsychiatric disease. This includes use of the system to stimulate and sense networks and correlate with behavior and other measures. The ultimate goal is to use this information to develop a (b)(4) algorithm that will run in the device.	The (b)(4) (b)(4) device and related technical data and computer software were developed exclusively at private expense prior to the DARPA award and they are subject to patents, copyrights and other intellectual property protections. To the extent technical data or computer software are required to be provided to the Government by the proposal team, Medtronic explicitly reserves all existing rights to commercial items which are subject to patents, copyrights and other intellectual property protections.	Use of Medtronic's (b)(4) device and commercially available related technical data and computer software will be subject to Medtronic's grant to the Government to a nonexclusive, irrevocable, royalty-free license, with the right to grant sublicenses under such intellectual property for the Government to use, modify, reproduce, release, and disclose the technical data and computer software pertaining to the (b)(4) (b)(4) device for research and noncommercial uses with all other rights reserved. With respect to any other	Medtronic

			noncommercial technical data related to the system, Medtronic asserts limited rights as such term is defined in DFARS 252.227-7013, and as to other noncommercial computer software related to the system, Medtronic asserts restricted rights as such term is defined in 252.227-7014.	

CERTIFICATION REGARDING DEBARMENT, SUSPENSION, AND OTHER RESPONSIBILITY MATTERS--PRIMARY COVERED TRANSACTIONS

(1) The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:

(a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded by any Federal department or agency;

(b) Have not within a three-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement,

theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;

(c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph (1)(b) of this certification; and

(d) Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.

(2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

CERTIFICATION REGARDING LOBBYING ACTIVITIES

The following certification applies only to actions exceeding $100,000:

Section 1352, Title 31, U.S.C. (PL 101-121, Section 319) entitled "Limitation on use of appropriated funds to influence certain Federal contracting and financial transactions".

(1) No Federal appropriated funds have been paid or will be paid by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of an agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in

connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with

the Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying", in accordance with its instructions.

(3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by Section 1352, title 31, U.S.C. Any person who fails to file the required certification shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure.

CERTIFICATION REGARDING DRUG-FREE WORKPLACE REQUIREMENTS

Alternate I. (Grantees Other Than Individuals)

(1) The grantee certifies that it will or will continue to provide a drug-free workplace by:

(a) Publishing a statement notifying employees that the unlawful manufacture, distribution, dispensing, possession, or use of a controlled substance is prohibited in the grantee's workplace and specifying the actions that will be taken against employees for violation of such prohibition;

(b) Establishing an ongoing drug-free awareness program to inform employees about--

(1) The dangers of drug abuse in the workplace;

(2) The grantee's policy of maintaining a drug-free workplace;

(3) Any available drug counseling, rehabilitation, and employee assistance programs; and

(4) the penalties that may be imposed upon employees for drug abuse violations occurring in the workplace;

(c) Making it a requirement that each employee to be engaged in the performance of the grant be given a copy of the statement required by paragraph (a);

(d) Notifying the employee in the statement required by paragraph (a) that, as a condition of employment under the grant, the employee will--

(1) Abide by the terms of the statement; and

(2) Notify the employer in writing of his or her conviction for a violation of a criminal drug statute occurring in the workplace no later than five calendar days after such conviction;

(e) Notifying the agency in writing, within ten calendar days after receiving notice under paragraph (d)(2) from an employee or otherwise receiving actual notice of such conviction. Employers of convicted employees must provide notice, including position title, to every grant officer or other designee on whose grant activity the convicted employee was working, unless the Federal agency has designated a central

point for the receipt of such notices. Notice shall include the identification number(s) of each affected grant;

(f) Taking one of the following actions, within 30 calendar days of receiving notice under paragraph (d)(2), with respect to any employee who is so convicted--

(1) Taking appropriate personnel action against such employee, up to and including termination, consistent with the requirements of the Rehabilitation Act of 1973, as amended; or

(2) Requiring such employee to participate satisfactorily in a drug abuse assistance or rehabilitation program approved for such purposes by a Federal, State, or local health, law enforcement, or other appropriate agency;

(g) Making a good faith effort to continue to maintain a drug-free workplace through implementation of paragraphs (a), (b), (c), (d), (e) and (f).

(2) The grantee may insert in the space provided below the site(s) for the performance of work done in connection with the specific grant:

Place of Performance (Street address, city, county, state, ZIP code)

7000 Central Avenue NE

Minneapolis, MN 55432

Hennepin County

Check ____ if there are workplaces on file that are not identified here.

Alternate II. (Grantees Who Are Individuals)

(1) The grantee certifies that:

(a) As a condition of the grant, he or she will not engage in the unlawful manufacture, distribution, dispensing, possession, or use of a controlled substance in conducting any activity with the grant;

(b) If convicted of a criminal drug offense resulting from a violation occurring during the conduct of any grant activity, he or she will report the conviction in writing, within 10 calendar days of the conviction, to every grant office or other designee, unless the Federal agency designates a central point for the receipt of such notices. When notice is made to such a central point, it shall include the identification number(s) of each affected grant.

As the duly authorized representative of the applicant, I hereby make the above certifications on behalf of the applicant.

Applicant Institution: **Medtronic, Inc.**

Taxpayer Identification Number (TIN): **41-1493213**

Printed Name, Title and Signature of Authorized Representative:

[redacted] **Director of Core Technology, Medtronic Neuromodulation**

[redacted]

Date: **July 16, 2014**

IDENTIFICATION AND ASSERTION OF USE, RELEASE,
OR DISCLOSURE RESTRICTIONS

NeuroPace, Inc.

NeuroPace wishes to identify and assert restrictions on the use, release and disclosure of technical data, including computer software documentation, or computer software for the DARPA RAM project (BAA-14-08). These restrictions are asserted under DFARS 227.71, "Rights In Technical Data" and the prescribed clauses in DFARS 252.227-7013 "Rights in Technical Data – Noncommercial Items", and also DFARS 227.72, "Rights In Computer Software And Computer Software Documentation", and the prescribed clauses in DFARS 252.227-7014 "Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation." The purpose of these restrictions is to protect NeuroPace proprietary information while at the same time providing important data and technical information to the RAM project.

Several categories of information will be generated by NeuroPace in the performance of the RAM project, contingent on funding. These are described below, organized by activity within the NeuroPace Statement of Work.

- Activity 1: Prototype algorithms to identify biomarkers (b)(4) (b)(4)
  - These data will be first produced under this award.
  - Prototype algorithms
    - Source code (e.g., MATLAB) and documentation
      - This code will be based on methods published in the scientific literature.
  - Test data
    - Test data will consist of artificial waveforms (b)(4) (b)(4)
    - Test data will also include ECoG data from RAM project (b)(4) System patients.
  - Test reports
    - Annotated output from the prototype algorithms.
    - These results will inform the use of the (b)(4) System in detecting memory biomarkers in Activity 2.
    - These results will also inform the development of new commercial neurostimulator features.
- Asserted rights for Activity 1: Government Purpose Rights
  - Basis for Assertion (DFARS 227.7103-5)
    - NeuroPace intends to "apply the data for commercial purposes" and requests a 10 year period [reduced from the prior assertion of 25 years] due to the extremely long commercialization cycle for medical devices. DFARS 227.7103-5(b)(2)
    - Data will be "marked with government purpose rights legends for commercial purposes." DFARS 227.7103-5(b)(4)

        - Data may be disclosed to RAM contractors "receiving access to the data for performance of a government contract." DFARS 227.7103-5(b)(4,5).

- Activity 2: Support use of the (b)(4) System in memory experiments.
    - These data will be first produced under this award.
    - Cloud-based data sharing solution
        - Source code and documentation
            - We will use established best practices and mainly use publically available code. We may leverage part or all of the IEEG.org public code base, or actually use IEEG.org.
    - (b)(4) System neurostimulator patient data
        - Data obtained from RAM project (b)(4) System patients will be provided in a non-proprietary format via the cloud-based data sharing solution.
    - (b)(4) System Protocol guidance
        - Written suggestions for using the (b)(4) System in memory experiments.
        - On-site support
    - (b)(4) System technical guidance
        - Detailed descriptions of (b)(4) System performance sufficient for using the (b)(4) System for RAM project clinical research. This will include: sensing, detection, stimulation, telemetry, and data storage.
    - (b)(4) System data dictionary
        - Detailed descriptions of (b)(4) ystem data provided in the cloud-based data-sharing solution.
    - (b)(4) System data import software tools
        - Source code for reading the data provided in the cloud-based data sharing solution.
    - Support for use of the **modifie** (b)(4) **ystem** developed in Activity 3, equivalent to the support provided for the (b)(4) System
        - Modifie System neurostimulator patient data
        - Modifie System protocol guidance
        - Modifie (b)(4) System technical guidance
        - Modifie System data dictionary
        - Modifie System data import software tools
        - This information will be provided in order to satisfy NeuroPace's need to protect proprietary information and also satisfy DARPA's need for data sharing.
- Asserted rights for Activity 2: Unlimited
    - Basis for Assertion (DFARS 227.7103-5)
        - Data will be created exclusively with government funds. DFARS 227.7103-5(a)(1)
            - However, NeuroPace may engage in some cost sharing if government funding if subcontract budget is exceeded.
        - Work is specified as an element of performance. DFARS 227.7103-5(a)(2)
        - Information is "form, fit and function data." DFARS 227.7103-5(a)(4)
        - Information is necessary for "installation, operation, maintenance or training purposes." DFARS 227.7103-5(a)(5)

        - Much of the data "have been released or disclosed by the contractor or subcontractor without restrictions on further use." DFARS 227.7103-5(a)(7)

- Activity 3: Development of a modified (b)(4) system
    - The modified (b)(4) System will leverage the next generation (b)(4) System technology (commercially available in Q3/2015) and will include a cranially implanted Neurostimulator, Programmer, patient Remote Monitor, and secure Patient Data Management System (PDMS). The development of the modified (b)(4) System will incorporate additional sensing, detection and stimulation features and algorithms specific for restoring and enhancing memory. Development of all of these features has been ongoing at NeuroPace prior to funding by the RAM project, and all of the hardware for supporting these features was previously developed by NeuroPace. RAM funding will facilitate the refinement and incorporation of the new features into a commercial product. These (b)(4) System modifications will require software development including embedded implantable device software as well as supporting software for the Programmer and the PDMS. Commercial product development and regulatory activities will also be performed.
    - Software associated with the modified (b)(4) System
        - Neurostimulator software
        - Programmer software
        - PDMS Software
    - Technical data associated with the modified (b)(4) System
        - Testing protocols and results
    - Product development documents associated with the modified (b)(4) ystem
        - Product requirements and specifications
        - Manufacturing documents
        - Regulatory documents
- Asserted rights for Activity 3: Restricted
    - Basis for assertion (DFARS 227.7203-5(c))
        - The (b)(4) System was developed by NeuroPace "exclusively at private expense". The proposed modifications to the (b)(4) System for the RAM project are minor compared to the overall (b)(4) stem, and limited to software changes. NeuroPace wishes to protect its proprietary information because the (b)(4) System is a commercial product, and modification of the (b)(4) System for the RAM project will result in a new commercial neurostimulation product.
        - NeuroPace wishes to place restricted rights on proprietary data and documents related to the modifications to the (b)(4) System for the RAM project. These materials include (1) software embedded in the neurostimulator, programmer and the PDMS, (2) technical data generated during product development, and (3) product development documents including requirements, specifications, verification and validation documents, and regulatory documents.

- NeuroPace appreciates the need to share data regarding the software modifications to the (b)(4) System and the contribution to the project that it will make. Activity 2 describes how unrestricted technical information describing the modified (b)(4) System will be shared. This includes: neurostimulator patient data, protocol guidance, technical guidance, data dictionary, and data import software tools.
- The data describing the modified (b)(4) System that will be provided in Activity 2 address the DFARS 227.7102-1(a) requirements for (1) form, fit, and function data, (2) data required for proper installation operation and handling, and (3) modifications made at government expense.
    - DFARS 227.7102-1(a) states: DoD shall acquire only the technical data customarily provided to the public with a commercial item or process, except technical data that (1) Are form, fit, or function data; (2) Are required for repair or maintenance of commercial items or processes, or for the proper installation, operating, or handling of a commercial item, either as a stand alone unit or as a part of a military system, when such data are not customarily provided to commercial users or the data provided to commercial users is not sufficient for military purposes; or (3) Describe the modifications made at Government expense to a commercial item or process in order to meet the requirements of a Government solicitation.

The table below summarizes the government rights restrictions that NeuroPace is asserting.

Technical Data and Computer Software To be Furnished With Restrictions	Summary of Intended Use in the Conduct of the Research	Basis for Assertion	Asserted Rights Category	Name of Person Asserting Restrictions
Deliverables				
Activity 1: • Prototype algorithms • Test data • Test reports	Demonstration that biomarkers of interest can be detected.	• Intent to use for commercial purposes.	Government Purpose Rights (10 years)	NeuroPace, Inc.
Activity 2: (b)(4) **System** • Data sharing solution • Neurostimulator data • Protocol guidance • Technical guidance • Data dictionary • Data import tools	Enabling access to and effective use of (b)(4) System data.	• Form, fit and function data. • Specified as an element of performance. • Necessary for installation, operation, maintenance or training. • Technical data customarily provided to the public with a commercial item	Unlimited	NeuroPace, Inc.
Activity 2: **Modified** (b)(4) **System** • Neurostimulator data • Protocol guidance • Technical guidance • Data dictionary • Data import tools	Enabling access to and effective use of modified (b)(4) System data.	• Form, fit and function data. • Specified as an element of performance. • Necessary for installation, operation, maintenance or training. • Technical data customarily provided to the public with a commercial item	Unlimited	NeuroPace, Inc.
Non-deliverables				
Activity 3: **Modified** (b)(4) **ystem** • Software • Technical data • Product development documents	Commercial product development.	• Product is intended for commercialization. • Development expenses are combined NeuroPace, Inc. and DARPA.	Restricted for computer software IAW DFARS 252.227-7014; Limited for technical data IAW DFARS 252.227-7013	NeuroPace, Inc.

7/2/2014

Date

Director of Preclincal Research and Development

Printed Name and Title

Sign